

WC 04-364



www.closecall.com

FCC/MELLON

SEP 09 2004

VIA OVERNIGHT MAIL

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: Application of MVCC, MobilePro Corp., and CloseCall America, Inc.

Dear Ms. Dortch:

On behalf of MobilePro Corp. ("Buyer") and CloseCall America, Inc. ("CloseCall", together "Applicants"), please find an original and six (6) copies of an application for Commission approval to transfer control of CloseCall to Buyer. Concurrent with this application, Applicants are also filing an application for Commission approval of the transfer of control with respect to CloseCall's international Section 214 authorizations through the Commission's electronic filing process. Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application ("Combined Application"). Applicants are simultaneously filing, via the IBFS, the Combined Application with the International Bureau, in accordance with the Commission's Rules.

Also enclosed is a completed Fee Remittance Form 159 containing a check in the amount of \$895.00, to the Federal Communications Commission, which satisfies the filing fee required due under the Commission's Rules for that portion of the Combined Application submitted with this letter.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully Submitted

Chris Drzdzys
Executive Director
Regulatory Affairs
CloseCall America, Inc.

Enclosure

Before the
FEDERAL COMMUNICATIONS COMMISSION
 Washington, D.C. 20554

 In the Matter of the Application of)

CLOSECALL AMERICA, INC.)

And,)

MOBILEPRO CORP)

For Grant Authority Pursuant to)
 Section 214 of the Communications Act of)
 1934 and Sections 63.04 and 63.18 of the)
 Commission's Rules to Complete a)
 Transfer of Control of Authorized International)
 And Domestic Interstate Carriers)

) File No. ITC-T/C-2004 _____

) WC Docket No. 04- 364

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

CloseCall America, Inc. ("CloseCall") and MobilePro Corp. ("MobilePro") and its wholly-owned subsidiary MVCC Acquisition Corp. (MVCC)(collectively, "Buyers") hereby request streamlined Commission authorization to transfer control of the international and domestic Section 214 blanket authorizations held by CloseCall from the current stockholders to MobilePro and MVCC.

The proposed transaction entails the transfer of control of CloseCall from CloseCall's current stockholders to MVCC (and its parent company MobilePro), in aggregate, all outstanding shares of CloseCall's Common Stock, Class A Stock, Class B Stock, and Class C Stock and Class C Warrant Stock. As the result of the proposed merger of a subsidiary of MobilePro with and into CloseCall and the redemption the Class A Stock, Class B Stock, Class C Stock, and Class C Warrant Stock of the pre-merger CloseCall stockholders, MVCC directly (and its parent company MobilePro indirectly) will acquire all of the equity of CloseCall. Control of CloseCall will give MVCC and MobilePro control of CloseCall, the entity that holds the subject international and domestic Section 214 authorizations. Applicants request approval for this transfer of control of CloseCall.

B. Request for Expedited Consideration

Immediately following the proposed transaction, customers of CloseCall will continue to receive services under the same rates, terms and conditions as those services are presently provided. CloseCall is currently in the process of restructuring its business operations and reorienting its strategic focus in order to grow its business and remain financially secure and that CloseCall customers continue to receive high quality telecommunications services. In connection with that process, Applicants urgently need to complete the proposed transaction described below. Accordingly, Applicants respectfully request that the Commission approve this Application as expeditiously as possible in order to allow Applicants to consummate the proposed transaction as soon as possible.

C. Application Eligible for Streamlined Processing.

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. Q 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act - "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service. With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

II. THE APPLICANTS**A. MVCC Acquisitions Corporation ("MVCC")**

Buyer is a newly formed limited liability company organized under the laws of the State of Delaware. MVCC exists expressly for the facilitation of the Transaction.

B. MobilePro Corporation ("MobilePro")

MobilePro Corp. is a wireless technology and broadband telecommunications company based in Bethesda, MD with operations in Hurst, Houston, Dallas and Beaumont, TX; Coshocton, OH; Kansas City, MO; Janesville, WI; Detroit, MI; and Shreveport, LA. The company is focused on creating shareholder value by developing innovative wireless technologies, acquiring and growing profitable broadband telecommunications companies and forging strategic alliances with well-positioned companies in complementary product lines and industries. In 2004, MobilePro has closed ten transactions with an annualized revenue run rate of over \$19 million, and has signed letters of intent and definitive agreements for an additional \$58 million.

C. CloseCall America, Inc. ("CloseCall")

Launched in 1999, CloseCall America is a full-service telecommunications company that provides long distance, local, digital wireless and Internet service to residential and small business customers, primarily in Maryland, Delaware, New Jersey, Wisconsin, Indiana and Ohio. The company has developed a unique market niche by focusing on low-priced community calling which, according to company officials, differentiates it from other competitors. By offering long distance calling plans designed as multiple-state footprints, CloseCall allows consumers to choose the plan that best fits their calling patterns and save money on normally high-priced local toll calls.

III. PUBLIC INTEREST STATEMENT

The proposed Transaction serves the public interest by providing CloseCall access to greater financial and managerial resources which will allow CloseCall to better assess and implement their business strategies going forward and offer more services to its customers. Access to those resources will ensure that CloseCall will be in a position to continue to provide high quality services to existing as well as customers.

The proposed indirect ownership change will not inconvenience, confuse or otherwise harm CloseCall's customers. Indeed, the proposed Transactions will be transparent to customers. In sum, the proposed Transaction are expected to enhance the ability of CloseCall to provide high quality telecommunications services which should invigorate competition and thereby benefit consumers of interstate and international telecommunications services.

Given the increasingly competitive nature of the interstate and international telecommunications markets, Applicants are seeking to complete the proposed Transactions as soon as possible in order to ensure that Applicants can rapidly obtain the benefits of the proposed Transactions. Accordingly, Applicants respectfully request that the Commission process, consider and approve this Application as expeditiously as possible.

In accordance with the requirements of section 63.24(e) of the Commission's Rules, the applicants submit the following information.

(1) Name, address and telephone number of each applicant:**Transferor:**

CloseCall America, Inc.
101A Log Canoe Circle
Stevensville, MD 21666

Transferee:

MobilePro Corporation
6701 Democracy Blvd.

Suite 300
Bethesda, MD 20817

- (2) **Government, state or territory under the laws of which each corporate or partnership applicant is organized:**

CloseCall is organized under the laws of the State of Maryland

MobilePro and MVCC are corporations organized under the laws of the State of Delaware

- (3) **Name, title, post office address, and telephone number of the officer or contact point to whom correspondence concerning the application is to be addressed:**

For the CloseCall Stockholders

Chris Drazdys
Executive Director
Regulatory Affairs
CloseCall America, Inc.
101A Log Canoe Circle
Stevensville, MD 21666

For MobilePro and MVCC

Jay Wright
President
MobilePro Corporation
6701 Democracy Blvd.
Suite 300
Bethesda, MD 20817

- (4) **Statement as to whether the applicant had previously received authority under Section 214 of the Act.**

CloseCall holds blanket global switched resale and facilities based authority under Section 214 of the Act

Neither MobilePro nor MVCC has previously received any authority under Section 214 of the Act. However, Affinity Telecom, Inc., a subsidiary of MobilePro has previously received global switched resale authority under Section 214.

- (5) **Name Address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:**

Ownership of CloseCall

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Spencer Trask Illumination Fund LLC 535 Madison Avenue, 18 th Floor New York, New York 10022	17.3	NY Corp	Investments
Viventures 2 FCPR 301 Howard Street Suite 1040 San Francisco, CA 94105	34.9	CA Corp	Investments

Ownership of MobilePro

No shareholder directly holds a ten percent or greater stake in MobilePro.

Ownership of MVCC

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
MobilePro Corporation 6701 Democracy Blvd. Suite 300 Bethesda, MD 20817	100	MD Corp	Investments

- (6) **Certification as to whether or not the applicant is, or is affiliated with, a foreign carrier.**

MobilePro and CloseCall certify that neither they nor their proposed subsidiary MVCC are or will be foreign carriers, and that neither they nor their proposed subsidiary MVCC are or will be affiliated with any foreign carrier

- (7) **Certification as to whether or not the applicant seeks to provide international telecommunications services to any country for which certain conditions are true.**

MobilePro and CLOSECALL certify that neither they nor their proposed subsidiary MVCC will provide international telecommunications services to any destination country (a) in which MobilePro, CLOSECALL or MVCC is a foreign carrier, (b) in which MobilePro, CLOSECALL or MVCC controls a foreign

carrier, (c) in which an entity that owns more than 25 percent of MobilePro, CLOSECALL or MVCC, or controls MobilePro, CLOSECALL or MVCC, controls a foreign carrier, or (d) in which two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of MobilePro, CLOSECALL or MVCC and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States

- (8) Showing regarding provision of international telecommunications service to a country where the applicant is a foreign carrier or is affiliated with a foreign carrier.**

MobilePro and CLOSECALL certify that they and their proposed subsidiary MVCC will continue to resell the international switched services of one or more unaffiliated U S carriers. However, neither MobilePro nor CLOSECALL nor MVCC is a foreign carrier or is affiliated with a foreign carrier. Therefore, neither MobilePro nor CLOSECALL nor MVCC will provide international telecommunications services to a country where it is a foreign carrier or is affiliated with a foreign carrier.

- (9) Regulatory classification under Section 63.10 of the Rules.**

MobilePro and CLOSECALL certify that their proposed subsidiary MVCC will resell the international switched services of one or more unaffiliated U S carriers. MobilePro and CLOSECALL further certify that neither MobilePro nor CLOSECALL nor MVCC is a foreign carrier or is affiliated with a foreign carrier. Therefore, their proposed subsidiary MVCC should presumptively be considered non-dominant for the provision of international communications services on all routes.

- (10) Certification that applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier.**

MobilePro and CLOSECALL certify that neither they nor their proposed subsidiary MVCC has agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U S international route where the foreign carrier possesses market power on the foreign end of the route and that they will not enter into such agreements in the future.

- (11) Certification pursuant to 47 C.F.R Sections 1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.**

CLOSECALL and MobilePro hereby certify, pursuant to 47 C.F.R. Sections 1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988

(12) Qualification for streamlined processing.

The present application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's Rules. Neither MobilePro nor CLOSECALL nor MVCC is affiliated with any foreign carrier in any destination market. Neither MobilePro nor CLOSECALL nor MVCC has an affiliation with a dominant U.S. carrier whose international switched or private line services the applicants seek authority to resell. Neither MobilePro nor CLOSECALL nor MVCC seeks authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. Rather, MobilePro and CLOSECALL propose only to assume control over MVCC and to continue to operate MVCC as a non-dominant carrier that resells the international switched services of one or more unaffiliated U.S. carriers.

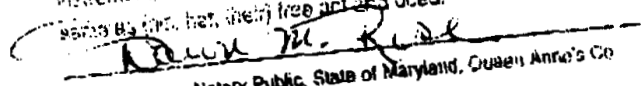
VERIFICATION

I, Thomas Mazerski, state that I am President of CloseCall America, Inc. a Party in the foregoing filing; that I am authorized to make this Verification on behalf of CloseCall America, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief. I declare under penalty of perjury that the foregoing is true and correct.

Executed this 7 Day
of September 2004


Thomas Mazerski
President
CloseCall America, Inc.

DAWN M. ROSE
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires August 10 2006

On this 7 day of September, 2004, before
me personally appeared Thomas Mazerski,
to me known to be the person(s) who executed the foregoing
instrument, and acknowledged that (he, she, they) executed the
same as (his, her, their) free act and deed.

Dawn M. Rose, Notary Public, State of Maryland, Queen Anne's Co

Sep-14-04 02:31P

P.14

SEP-7-2004 03:48P FROM:

TO:14106040031

P:3/3

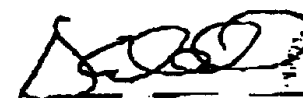
Sep-07-04 09:18A

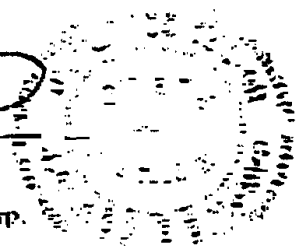
P.12

VERIFICATION

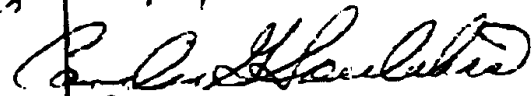
I, Kevin Kuykendall, state that I am Group President of MVCC Acquisition Corp., Inc. a Party in the foregoing filing; that I am authorized to make this Verification on behalf of MVCC Acquisition Corp.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief. I declare under penalty of perjury that the foregoing is true and correct.

Executed this 7th Day
of September 2004


Kevin Kuykendall
President
MVCC Acquisition Corp.



Notarized 9/7/04 in Howard Co. Maryland.



DANDICE R. BOULAKIS
Notary Public, State of Maryland
My Commission Expires Nov. 21, 2009

Sep-14-04 02:31P

SEP-7-2004 03:47P FROM:

TD:14106040031

P.15

P:2/3

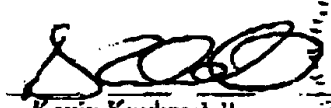
Sep 07-04 09:18A

P.11

VERIFICATION

I, Kevin Kuykendall, state that I am Group President of MobilePro Corp., Inc. a Party in the foregoing filing; that I am authorized to make this Verification on behalf of MobilePro Corporation; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief. I declare under penalty of perjury that the foregoing is true and correct.

Executed this 7th Day
of September 2004


Kevin Kuykendall
Group President
MobilePro Corp.

Witnessed on 9/7/04 in Howard Co. Maryland.
(Candice G. Soula)

CANDICE G. SOULAKIS
Notary Public, State of Maryland
My Commission Expires Nov. 21, 2008